

NRUC
CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220

16182

REGISTRATION NO. _____ FILED 1989

9-032A164

FEB 1 1989 1 40 PM

INTERSTATE COMMERCE COMMISSION

Date 2/1/89
Fee \$ 13.00

IOC Washington, D.C.

January 27, 1989

Ms. M. Lee
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, DC.
20423

Dear Ms. Lee:

Enclosed herewith are two (2) originals and two (2) copies of the fully executed documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed document is a fully executed "Bill of Sale" representing a sale of one (1) Boxcar between:

Seller: American Mutual Life Insurance Company
418 Sixth Avenue
Des Moines, Iowa
50309

Purchaser: NRUC Corporation
100 North Twentieth Street
Second Floor
Philadelphia, Pennsylvania
19103

A fee of thirteen dollars (\$13.00) is enclosed. Please return, recorded, one (1) original and two (2) copies of the enclosed documents to my attention at the above address.

Sincerely,

Roland A. McKee
Director of Marketing
NRUC Transportation Division

RAM/rfg

Florence D. Mickens
Charles R. McKee

16182

RECORDATION NO. _____ FILED 1425

FEB 11 1989 140 014

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that American Mutual Life Insurance Company (Owner of 34.88%), Firstmark Standard Life Insurance Company (Owner of 13.95%), Illinois Mutual Life and Casualty Company (Owner of 27.91%), and Bankers Mutual Life Insurance Company (Owner of 23.26%) (collectively "SELLER"),

each Seller acknowledging receipt of its pro rata share, does hereby sell, assign, set over and transfer to NRUC Corporation ("NRUC") one (1) 70-ton 50'6" Box Car bearing Railroad Number NSL 101558. Seller does hereby warrant to NRUC that on the date hereof Seller has full legal title to its respective undivided interest in the above described Box Car and good and lawful right to sell its respective undivided interest in said Box Car and the title to its respective undivided interest in said Box Car is free of all claims, liens and encumbrances of any nature whatsoever; and Seller does further covenant to NRUC that Seller will warrant and defend said title against all persons claiming by, through or under each respective Seller.

This Bill of Sale may be executed in counterparts by the Seller, and when each Seller has so executed and delivered this Bill of Sale to NRUC, the Bill of Sale shall be a completed single document, and each such counterpart shall be deemed to be a part of the whole.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed and delivered this 27 day of December, 1988.

AMERICAN MUTUAL LIFE INSURANCE COMPANY

By: Robert C. FayName: Robert C. FayTitle: Vice President

STATE OF IOWA::

ss:

County of Polk:

On this 27 day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Robert C. Fay, to me personally known, who being by me duly sworn did say that he is the Vice President of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Robert C. Fay as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Doris A. Hagemuth
Notary Public in and for the State
of Iowa Comm. exp. 5/5/91

STATE OF _____:
ss:
County of _____:

On this _____ day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared _____, to me personally known, who being by me duly sworn did say that he is the _____ of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said _____ as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Notary Public in and for the State
of _____

FIRSTMARK STANDARD LIFE INSURANCE COMPANY

By: Gerald R Hochgesang

Name: GERALD R HOCHGESANG

Title: TREASURER

ILLINOIS MUTUAL LIFE AND CASUALTY COMPANY

By: _____

Name: _____

Title: _____

BANKERS MUTUAL LIFE INSURANCE COMPANY

By: _____

Name: _____

Title: _____

STATE OF IOWA::

ss:

County of Polk:

On this 27 day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Robert C. Fay, to me personally known, who being by me duly sworn did say that he is the Vice President of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Robert C. Fay as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Doris A. Heathsmith
Notary Public in and for the State
of Iowa Comm. exp. 5/5/91

STATE OF Indiana:

ss:

County of Marion:

On this 30th day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Gerald R. Hochgesang, to me personally known, who being by me duly sworn did say that he is the Treasurer of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Gerald R. Hochgesang as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Sharon D. Thomas
Notary Public in and for the State
of Indiana

My Commission Expires: 6/30/89

FIRSTMARK STANDARD LIFE INSURANCE COMPANY

By: _____

Name: _____

Title: _____

ILLINOIS MUTUAL LIFE AND CASUALTY COMPANY

By: W L Schrock

Name: _____

Title: Is Vice President - Finance

BANKERS MUTUAL LIFE INSURANCE COMPANY

By: _____

Name: _____

Title: _____

STATE OF Illinois :
County of Peoria : ss:

On this 30 day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared W. H. Schrock, to me personally known, who being by me duly sworn did say that he is the Senior Vice President of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said W. H. Schrock as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Bonnie L. Phelps
Notary Public in and for the State
of Illinois

~~STATE OF Illinois :
County of Peoria : ss:~~

~~On this 30th day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared D. L. S., to me personally known, who being by me duly sworn did say that he is the _____ of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said _____ as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.~~

~~Notary Public in and for the State
of _____~~

FIRSTMARK STANDARD LIFE INSURANCE COMPANY

By: _____

Name: _____

Title: _____

ILLINOIS MUTUAL LIFE AND CASUALTY COMPANY

By: _____

Name: _____

Title: _____

BANKERS MUTUAL LIFE INSURANCE COMPANY

By: Richard J. Freidag

Name: Richard J. Freidag

Title: Vice President and Secretary

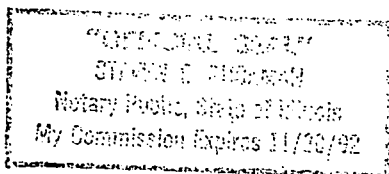
STATE OF _____ :
County of _____ : ss:

On this _____ day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared _____, to me personally known, who being by me duly sworn did say that he is the _____ of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said _____ as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Notary Public in and for the State
of

STATE OF ILLINOIS :
County of Stephenson : ss:

On this 30th day of December, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Richard J. Freidag, to me personally known, who being by me duly sworn did say that he is the Secretary of said corporation executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Richard J. Freidag as such officer acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.



and by him voluntarily executed:

Steven E. Ruckman
Notary Public in and for the State
of Illinois